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By Electronic Filing

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: **WC Docket 16-110**
Request for Special Temporary Authority for Axia NGNetworks USA, Inc.

Dear Ms. Dortch:

Pursuant to Section 214(a) of the Communications Act of 1934, as amended, and Section 63.04 of the Federal Communications Commission's ("FCC" or "Commission") rules, Axia NetMedia Corporation ("Axia Canada" or "Transferor"), Axia NGNetworks USA, Inc. ("Axia U.S." or "Licensee"),¹ and Digital Connection (Canada) Corp. ("DCC" or "Transferee") (collectively "Applicants"), through their undersigned counsel, hereby request Special Temporary Authority ("STA") from the FCC Wireline Competition Bureau ("WCB") for a period of 60 days to allow Axia U.S. to continue to operate while their Application for Transfer of Control of Domestic Section 214 Authorization ("Section 214 Application") is considered by the FCC.

Licensee is a non-dominant telecommunications provider operating in Massachusetts that holds a blanket domestic Section 214 authorization from the Commission to provide interstate telecommunications services under Section 63.01 of the Commission's rules.

Applicants filed their Section 214 Application with the FCC WCB on April 5, 2016. On April 26, 2016, by email from Mr. David Krech, Associate Chief, Telecommunications & Analysis Division, International Bureau, Applicants were informed that the Section 214 Application will be reviewed by Team Telecom.

Background

Axia U.S. is a Delaware based corporation whose ultimate parent, Axia Canada, is a Canadian publicly-listed company. Pursuant to an Arrangement Agreement between DCC and Axia Canada executed on March 9, 2016, DCC will purchase all of the issued and outstanding shares of Axia Canada and take control of all Axia Canada-related subsidiaries, including Axia U.S. Upon completion of the transaction, Axia U.S. will become an indirect wholly-owned

¹ Axia U.S.'s FCC Federal Registration Number is 002-255-8662.

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subsidiary of DCC. As a result, the transaction will result in a change of the ultimate ownership of the Licensee. No other transfer of authorizations, assets, or customers will occur as an immediate consequence of the transaction. Instead, Axia U.S. will continue to provide service to its existing customers pursuant to its blanket domestic Section 214 authorization under the same rates, terms, and conditions as they currently apply.

Axia U.S. operates a Next Generation Network in Western Massachusetts under the name of MassBroadband 123 ("MB123"). MB123 includes about 2,200 km of fiber backhaul infrastructure and electronics connecting more than 120 communities. Axia offers wholesale broadband services, including the transmission component of wireline broadband Internet access services, over the MB123 network to broadband service providers, government businesses, and small and medium-sized businesses in Western Massachusetts. Axia also offers lit and dark fiber services over the MB123 network.

Axia Canada, through subsidiaries and other investment vehicles, sells fiber optic communications network services to government, commercial, and retail service provider customers in Alberta, Canada and France. Neither Axia Canada nor its subsidiaries or other investment vehicles provide telecommunications services that originate in the U.S. and terminate in a foreign point; terminate in the U.S. and originate in a foreign point; or originate and terminate in a foreign point but transit the U.S.

Applicants are aware of, and by their April 5, 2016 filing of the Section 214 Application, seek to comply with the Commission's requirements for securing prior approval of transfer of control of Section 214 authorizations. Applicants also are compelled to comply with obligations under multiple regulatory regimes in the United States, Canada, and France as applicable to a complex corporate transaction. Applicants are now concerned that Commission approval will not be received before the date required for closing under various contractual obligations. Closing is projected to occur in late May 2016, six to eight weeks after the Section 214 Application was filed. Thus, Applicants seek the Commission's approval of this request for STA for Axia U.S. to continue to provide telecommunications services in Western Massachusetts.

Public Interest Statement

A grant of the request for STA will serve the public interest because, under its new ownership, Axia U.S. will be able to continue to provide high quality telecommunications services to its already existing customer base, which includes 120 communities and enterprise, government, and small and medium-sized businesses in Western Massachusetts. Axia U.S. provides a direct fiber optic connection for a contracted 1,400 Western Massachusetts Community Anchor Institutions such as public safety entities, community colleges, libraries, medical facilities, town halls, and state offices. In the absence of a grant of STA, Axia U.S. customers will be at risk of losing their services altogether.

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Acknowledgement

Applicants acknowledge that the grant of the STA request will not prejudice any action the Commission may take on the Section 214 Application or pursuant to any rules of the Commission and further acknowledge that, once granted, the STA may be revoked on the Commission's own notice, without a hearing. Applicants also acknowledge that a grant of STA and transfer of control applications will not preclude an enforcement action. Applicants appreciate the attention of the Commission to the Section 214 Application and this request for STA and regret any inconvenience associated with the request.

For the foregoing reasons, Applicants respectfully request that the FCC grant the requested STA for a period of 60 days. Applicants will seek an extension of the STA period should the FCC require more than 60 days to take dispositive action on the Section 214 Application.

Please do not hesitate to contact us if you require additional information.

Respectfully submitted,



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